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BY E-MAIL

October 18, 2013

The Honorable Paul A. Engelmayer  
United States District Judge  
Southern District of New York  
Thurgood Marshall United States Courthouse  
40 Foley Square  
New York, New York 10007

Re: Chesapeake Energy Corporation v. The Bank of New York Mellon Trust Company, N.A., No. 13 cv 1582 (PAE)

Dear Judge Engelmayer:

Pursuant to the Court's Opinion & Order dated October 1, 2013, we write on behalf of The Bank of New York Mellon Trust Co., N.A. ("BNY Mellon") and counsel for Chesapeake Energy Corp. ("Chesapeake"), concerning the parties' meet and confer discussions regarding Chesapeake's indemnification of BNY Mellon's reasonable attorneys' fees and expenses in the above-referenced matter.

We are pleased to report that the parties have resolved the issue of BNY Mellon's fees and expenses in connection with proceedings in the District Court to date, subject to payment by Chesapeake to BNY Mellon of an agreed amount, to be made in full early next week. Consistent with the Court's October 1 Opinion & Order, the parties reserve their respective rights with respect to indemnification of appellate fees and expenses.

The Court appreciates this update  
and welcomes this news. The  
Clerk of Court is directed to  
terminate the motion pending  
at Docket #131.

cc: Counsel of Record (by e-mail)

10/21/13  
Respectfully submitted,

Steven M. Bierman

**SO ORDERED:**

Paul A. Engelmayer

**HON. PAUL A. ENGELMAYER**  
**UNITED STATES DISTRICT JUDGE**

Sidley Austin (NY) LLP is a Delaware limited liability partnership doing business as Sidley Austin LLP and practices law in the states of New York, Illinois, Maryland, Virginia, and Washington, D.C.